**APPROVED**

by Moscow Exchange

On 10 April, 2018,

Order No. 675-od

**Rules and requirements for content and scope of**

**foreign issuers’ prospectuses**

**2018**

These Rules and requirements (“the Rules”) set out (as per the Bank of Russia’s Regulations No. 454-P On Disclosure of Information by Issuers adopted 30 December 2014, “the Disclosure Regulations”) the requirements for the content and scope of a prospectus of a foreign issuer in relation to a  security (a depository receipt representing rights for a security of a foreign issuer) listed on a foreign exchange that is in the list of foreign exchanges (according to clause 4, Article 511 of the Federal Law No. 39-FZ On the Securities Market dated 22 April 1996) listing on which is mandatory for the foreign security to be admitted to trading by the Russian exchange without a statement of the Bank of Russia’s authorisation by virtue of which it would be admitted to public placement and (or) circulation in the Russian Federation (“the List of foreign exchanges recognised for purposes of foreign securities’ admission”).

These Rules apply in relation to foreign issuers requesting for admission to trading on Moscow Exchange.

1. If a prospectus of a foreign issuer is signed by this issuer or the broker **before the three-year anniversary** of the date when the security (depository receipt representing rights for that security) was listed on a foreign exchange, the prospectus must contain the following information on the security and the issuer (the issuer of the underlying security) to the extent required under foreign law and the foreign exchange rules:

* information contained in the document (prospectus, memorandum, etc.) provided to the foreign exchange for the purpose of listing; and
* information contained in any annual report provided by the foreign issuer (the issuer of the underlying security) to the foreign exchange (or other entity under applicable foreign law) for its disclosure among foreign investors between the date of listing on such exchange and the date the prospectus was signed by the issuer or the broker.

A prospectus of a foreign issuer may not contain the detailed information about any securities of the issuer that have been or will be listed on a foreign exchange on the basis of the document (prospectus, memorandum, etc.) provided to such exchange if those securities are not being admitted (not have been admitted) to public placement and/or circulation in the Russian Federation, as well as the issuer (the issuer of the represented securities) does not perform (will not perform) its obligations under those securities in the order of priority against its securities that are being or have been admitted to public placement and/or circulation in the Russian Federation.

1. If a prospectus of the security of the foreign issuer is signed by the issuer or the broker **after the three-year anniversary** of the date when the security (depository receipt representing rights for that security) was listed on a foreign exchange, the prospectus must contain the following information on the security and the issuer (the issuer of the underlying security):

* Information about the foreign issuer (the issuer of represented securities) and its securities that is material and relevant as of the prospectus date. This includes also the description of rights under such securities, assignment restrictions, taxation, risk factors linked to purchasing the security, as well as default obligations under the issuer’s personal law with regard to any bonds and the time limit after which any default on bonds by the issuer constitutes a material breach of the bond issue terms or the foreign issuer’s personal law, and
* Information required under foreign law and the foreign exchange rules to be included in any of last three annual reports provided by the foreign issuer (the issuer of represented bonds) to the foreign exchange or other entity (if applicable) for its disclosure among foreign investors.

1. If **three to four years** passed between the date when the foreign issuer’s security (depository receipt representing rights for the foreign issuer’s security) was listed with a foreign exchange and the date when the prospectus was signed by the foreign issuer of the broker, and, at the same time, the deadline for the latest annual report to be disclosed among foreign investors (in accordance with applicable foreign law) has not yet passed, the prospectus must contain the following information on the security and the issuer (the issuer of the underlying security):

* information contained in the document (prospectus, memorandum, etc.) provided to the foreign exchange for the purpose of listing; and
* information contained in any annual report provided by the foreign issuer (the issuer of the underlying security) to the foreign exchange (or other entity under foreign law) for its disclosure among foreign investors between the date of listing on such exchange and the date the prospectus was signed by the issuer or the broker.

A prospectus of a foreign issuer may not contain the detailed information about any securities of the issuer that have been or will be listed on a foreign exchange on the basis of the document (prospectus, memorandum, etc.) provided to such exchange if those securities are not being admitted (not have been admitted) to public placement and/or circulation in the Russian Federation, as well as the issuer (the issuer of the represented securities) does not perform (will not perform) its obligations under those securities in the order of priority against its securities that are being or have been admitted to public placement and/or circulation in the Russian Federation.

1. Any financial accounting statements in a prospectus must be compiled in accordance with International Financial Reporting Standards (IFRS) or any other internationally recognized principles. Annual financial accounting statements and/or annual consolidated financial statements must be accompanied by a report prepared by a foreign auditor (a foreign audit firm) authorised to revise such statements by foreign law, or by a Russian auditor (a Russian audit firm).
2. The extent of information disclosed in an annual report of a foreign issuer (issuer of underlying security) is determined by applicable foreign law and rules of a foreign exchange from the List of Exchanges Recognised for Purposes of Foreign Securities’ Admission with which the security was admitted to listing.
3. If a foreign issuer is an international financial institution, the prospectus must be compiled in accordance with Clauses 1-4 hereof, subject to constitutive documents or by-laws of such international financial institution.
4. Any bond issue prospectus of an international financial institution must contain time limit after which any delay by the issuer to perform its obligations under the bond constitutes a material breach of the loan agreement (a default) (if such time limit is specified in a document governing scope of rights under the bond).
5. If a foreign issuer is a foreign state or its regional or local authorities having independent legal capacity, the prospectus must be compiled in accordance with Clauses 1-3 hereof. Annual and interim financial accounting statements of such issuer to be included in the prospectus must be annual and interim budgetary reports (reports on the issuer’s performance with regard to national budget for the last full reporting year and a full 3, 6 or 9 month reporting period) that must contain:

* Performance reports with regard to national budget of the foreign state/budget of its regional or local unit by groups, subgroups and items of income in accordance with an applicable budget revenue classification;
* Performance reports with regard to national budget of the foreign state/budget of its regional or local unit by groups, subgroups and items of expenditure in accordance with an applicable budget revenue classification.

1. A prospectus on bonds issued by a foreign state must include the following financial performance measures with regard to the issuer (such measures must be calculated in accordance with the method, if any, employed by the foreign state):

* The volume and growth rate of GDP (GNP);
* The volume and limit (upper limit) of external and internal national debt;
* The rate of inflation (the rate of increase in prices);
* The total volumes of the national budget receipts and spending;
* The size of a budget surplus (an excess of government revenues over government spending) or deficit (an excess of government spending over government revenues).

1. If the foreign issuer disclosed information in the form of annual reports in accordance with its personal law or personal law of the foreign exchange on which securities have been listed by the date when the prospectus was signed by the foreign issuer (the issuer of the underlying security), instead of annual reports the prospectus may contain links to such information with indication of the web pages on which the information has been disclosed as well as the name and other identifying features of the document (e.g. reporting period) in which the information is disclosed.

Additionally, the issuer (the issuer of the underlying security) must disclose annual reports on the web page of one of the Russian news agencies approved to disseminate information on the securities market and include the link to such web page in the prospectus at the date of the prospectus disclosure but no later than the start of trading on Moscow Exchange.

The issuer (the issuer of the underlying security) must disclose texts of annual reports in accordance with the requirements of the Disclosure Regulations.

1. In case of admitting to trading bonds of foreign issuer, issued within bonds program, instead of information disclosure in the form of document containing information about the issuer and bonds program (“Base prospectus”) as well as all amendments to the Base prospectus made by the date of signing the prospectus (“Amendments”) the prospectus may contain links to such information with indication of the web pages on which the information has been disclosed, name and date of the document in which the information is disclosed.

Additionally, the issuer (the issuer of the underlying security) must disclose Base prospectus and Amendments thereof on the web page of one of the Russian news agencies approved to disseminate information on the securities market and include the link to such web page in the prospectus at the date of the prospectus disclosure but not later than the beginning of trading on Moscow Exchange.

The issuer (the issuer of the underlying security) must disclose texts of Base prospectus and Amendments thereof in accordance with the requirements for the prospectus disclosure of the Disclosure Regulations.

1. Inclusion to the prospectus instead of information only links to such information already disclosed by the issuer (the issuer of the underlying security), is permitted provided that such information has not been changed and is actual by the date of prospectus signing.

1. Other requirements applicable to security prospectuses are set by the Disclosure Provisions.